

RECORDATION No. 7745-C Filed & Recorded

JAN 31 1975 -4 25 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of December 1, 1974, to the LEASE OF RAILROAD EQUIPMENT dated as of September 1, 1974 (hereinafter called the Lease) between LOUISVILLE AND NASHVILLE RAILROAD COMPANY (hereinafter called the Lessee) and THE FIFTH THIRD LEASING COMPANY (hereinafter called the Lessor).

The parties to the Lease wish to amend § 3 of the Lease.

NOW, THEREFORE, in consideration of the mutual covenants and agreements hereinafter contained, the parties hereto hereby agree as follows:

1. § 3 of the Lease is hereby amended by the addition, at the end of the first paragraph thereof, of the following sentence: "The next 30 rental payments shall each be in an amount equal to 5.16966% of the Purchase Price of each Unit then subject to this Lease."
2. Except as amended hereby, the Lease shall remain unaltered and in full force and effect.
3. This Amendment Agreement may be executed in any number of counterparts, all of which together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties so long as counterparts shall be signed by the Lessee and the Lessor and consented to by American Security and Trust Company.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed by duly authorized officers or other persons, as of the date first above written.

LOUISVILLE AND NASHVILLE RAILROAD COMPANY,

by
Army

[Signature]
 Asst. Vice President

[CORPORATE SEAL]

Attest:

[Signature]
 Attesting Officer

THE FIFTH THIRD LEASING COMPANY,

by

[Signature]
 Vice President

[CORPORATE SEAL]

Attest:

[Signature]
 Assistant Secretary

Consented to and Agreed:

AMERICAN SECURITY AND TRUST COMPANY,

by

[Signature]

PC

COMMONWEALTH OF KENTUCKY,)
) SS.;
COUNTY OF JEFFERSON,)

On this ⁵28th day of *January*, 197~~4~~⁷, before me personally appeared ~~C. P. REYNOLDS, JR.~~ *H. H. Stier*, to me personally known, who, being by me duly sworn, sayd that he is *Asst. Vice President* of LOUISVILLE AND NASHVILLE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Norma J. Jones

Notary Public

[Notarial Seal]

My Commission expires *March 4, 1977.*

STATE OF OHIO,)
) ss.:
CITY OF CINCINNATI,)

On this 14th day of January 1978, before me personally appeared C. P. REYNOLDS, JR., to me personally known, who, being by me duly sworn, said that he is VICE PRESIDENT of THE FIFTH THIRD LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

PATRICIA J. PARDON

Notary Public, Hamilton County, Ohio
My Commission Expires Mar. 12, 1978

[Notarial Seal]

My Commission expires 3/12/78